

1 **EXHIBIT A**

2 **[PROPOSED] Order**

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Proposed Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

- Affects PG&E Corporation
 - Affects Pacific Gas and Electric Company
 - Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

**Bankruptcy Case
No. 19-30088 (DM)**

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11
U.S.C. § 363(b) AUTHORIZING DEBTORS
TO PAY THE FEES AND EXPENSES OF
SIMPSON THACHER & BARTLETT LLP
AS COUNSEL TO THE INDEPENDENT
DIRECTORS OF PG&E CORP.**

1 Upon the Motion, dated _____ (the “**Motion**”)¹ of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter**
4 **11 Cases**”), pursuant to section 363(b) of title 11 of the United States Code (the “**Bankruptcy**
5 **Code**”), for authorization to pay the reasonable and undisputed fees and expenses of Simpson
6 Thacher & Bartlett LLP (“**Simpson Thacher**”) as counsel to the Independent Directors, pursuant
7 to the terms set forth in the Motion; and upon consideration of the *Declaration of Michael H. Torkin*
8 *in Support of the Motion Pursuant to 11 U.S.C. § 363(b) Authorizing Debtors to Pay the Fees and*
9 *Expenses of Simpson Thacher & Bartlett LLP as Counsel to the Independent Directors of PG&E*
10 *Corp.* (the “**Torkin Declaration**”); and this Court having jurisdiction to consider the Motion and
11 the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring*
12 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a)
13 of the Bankruptcy Local Rules for the United States District Court for the Northern District of
14 California (the “**Bankruptcy Local Rules**”); and consideration of the Motion and the relief
15 requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper
16 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion
17 having been provided to the parties listed therein, and it appearing that no other or further notice
18 need be provided; and this Court having reviewed the Motion and the Torkin Declaration; and a
19 hearing having been noticed to consider the relief requested in the Motion (the “**Hearing**”); and
20 upon the record of the Hearing (if any was held) and all of the proceedings had before the Court;
21 and the Court having found and determined that the relief sought in the Motion is in the best interests
22 of the Debtors, their estates, creditors, shareholders and all parties in interest; and that the legal and
23 factual bases set forth in the Motion establish just cause for the relief granted herein; and after due
24 deliberation and sufficient cause appearing therefor,

25 **IT IS HEREBY ORDERED THAT:**

- 26 1. The Motion is granted as provided herein.

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¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such
28 terms in the Motion.

1 2. The Debtors are authorized, pursuant to section 363(b) of the Bankruptcy
2 Code, to pay the reasonable fees and compensation to, and reimburse expenses of, Simpson
3 Thacher, as counsel to the Independent Directors of PG&E Corp. (the “**Independent Directors**”),
4 effective as of the Petition Date.

5 3. The Debtors shall pay the reasonable and undisputed fees and expenses
6 incurred by Simpson Thatcher as advised to the Independent Directors in connection with: these
7 Chapter 11 Cases; regulatory, judicial, and related proceedings concerning conduct of the Debtors
8 or the Independent Directors; shareholder and securities-related issues including litigation; the
9 Independent Directors’ review of the Debtors’ safety and compliance practices; the exercise of their
10 fiduciary duties including with respect to maximizing the value of the Estate; and such other matters
11 as may be requested by the Independent Directors and agreed by Simpson Thacher from time to
12 time.

13 4. Simpson Thacher shall file and submit monthly invoices (the “**Monthly**
14 **Invoices**”) to the Independent Directors, with copies of the Monthly Invoices (redacted as
15 appropriate) submitted reasonably contemporaneously therewith to (a) the Debtors, (b) counsel for
16 the Debtors, (c) the Office of the United States Trustee for Region 17 (the “**U.S. Trustee**”); (d)
17 counsel to each of the committees and any official committees appointed in these Chapter 11 Cases;
18 and (e) counsel to the administrative agent under the Debtors’ debtor in possession financing facility
19 (collectively, the “**Notice Parties**” and each, a “**Notice Party**”). The Debtors will pay all reasonable
20 and undisputed amounts invoiced by Simpson Thacher in accordance with the following Payment
21 Procedures:

- 22 (a) On or after the 30th day of each calendar month following the month for
23 which compensation is sought, Simpson Thatcher will file with the Court
24 and serve on each of the Notice Parties a Monthly Invoice with respect to
the fees and expenses incurred during the preceding month.
- 25 (b) Each Notice Party shall have fifteen (15) days after a Monthly Invoice is
26 served to review it and, if such Notice Party has an objection to the fees and
27 expenses sought in a particular Monthly Invoice (an “**Objection**”), such
party shall, by no later than fifteen (15) days following service of the
particular Monthly Invoice (the “**Objection Deadline**”) to file and serve
upon Simpson Thacher and the Notice Parties a written notice (the “**Notice**

of Objection to Invoice”), setting forth with specificity the nature of the Objection and the amount of fees or expenses at issue.

- (c) If no Notice of Objection to Invoice has been filed and timely served upon Simpson Thacher and the Notice Parties by the expiration of the Objection Deadline, or if Simpson Thacher and the objecting Notice Party thereafter consensually resolve any such Objection, the Debtors shall promptly pay, in full, the fees and expenses identified in the Monthly Invoice.
 - (d) If a Notice of Objection to Invoice has been filed and timely served upon Simpson Thacher and the Notice Parties, the Debtors shall withhold payment of that portion of the Monthly Invoice to which the Objection is directed and promptly pay the remainder of the fees and expenses to Simpson Thacher.
 - (e) If a Notice of Objection to Invoice is filed upon Simpson Thacher and the Notice Parties, Simpson Thacher and the objecting party will work in good faith to resolve their dispute without resort to the Court.
 - (f) Any Objections that are not resolved by the parties shall be preserved and presented to the Court at the next available Omnibus Hearing Date; and it is further

4. Notice of the Motion as provided therein is deemed good and sufficient.

notice of the Motion.

5. Simpson Thacher shall provide reasonable notice to the Debtors and the U.S.

Trustee of any increase in Simpson Thacher's hourly rates as set forth in the Motion.

6. This Court shall retain jurisdiction to hear and determine all matters arising

from or relating to the implementation, interpretation, or enforcement of this Order.

** END OF ORDER **